



Signed and Filed: August 24, 2020

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)
Chapter 11 (Lead Case) (Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 327(e), FED.
R. BANKR. P. 2014(a) AND 2016, AND THE
ORDER AUTHORIZING THE DEBTORS TO
EMPLOY PROFESSIONALS USED IN THE
ORDINARY COURSE OF BUSINESS FOR
AUTHORITY TO RETAIN AND EMPLOY
PILLSBURY WINTHROP SHAW PITTMAN LLP
AS SPECIAL COUNSEL FOR THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

1 Upon the Application, dated August 5, 2020 (the “**Application**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and reorganized
3 debtors (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for authority to retain and employ Pillsbury Winthrop Shaw Pittman LLP
7 (“**Pillsbury**” or the “**Firm**”) as special counsel for certain matters for the Debtors effective as of the
8 Petition Date, all as more fully set forth in the Application; and this Court having jurisdiction to consider
9 the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Order
10 Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 and Rule 5011-
11 1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of
12 California (the “**Bankruptcy Local Rules**”); and consideration of the Application and the requested
13 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court
14 pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been
15 provided to the parties listed therein, and it appearing that no other or further notice need be provided;
16 and this Court having reviewed the Application, the Sorensen Declaration, the Prior Sorensen
17 Declaration, and the Loduca Declaration; and upon the record of all of the proceedings had before the
18 Court; and this Court having found and determined that the relief sought in the Application is in the best
19 interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal
20 and factual bases set forth in the Application establish just cause for the relief granted herein; and after
21 due deliberation and sufficient cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

- 23 1. This Application is granted as provided herein.
- 24 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and
25 Bankruptcy Rules 2014(a) and 2016, to retain and employ Pillsbury as special counsel under the terms
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28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

1 and conditions set forth in the Application and the Sorensen Declaration, which are appropriate under
2 the terms of these Chapter 11 Cases, effective *nunc pro tunc* to the Petition Date.

3 3. The Debtors are authorized to continue to employ Pillsbury in connection with the
4 Specific Matters as set forth in the Application and the Sorensen Declaration, which are appropriate
5 under the terms of these Chapter 11 Cases, and to engage Pillsbury as special counsel in connection
6 therewith under section 327(e) of the Bankruptcy Code.

7 4. Prior to the filing of the Application, Pillsbury was compensated pursuant to the OCP
8 Order. Following entry of this Order, Pillsbury shall be compensated in accordance with, and will file,
9 interim and final fee applications for allowance of its compensation and expenses and shall be subject to
10 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the
11 Fee Guidelines, the Interim Compensation Procedures Order, and any further order of the Court.

12 5. Pillsbury shall be reimbursed for reasonable and necessary expenses as provided by the
13 Fee Guidelines.

14 6. Fees paid and expenses reimbursed prior to entry of this Order under the OCP Order shall
15 not be subject to this Order.

16 7. Pillsbury shall use reasonable efforts to avoid any duplication of services provided by any
17 of the Debtors' other retained professionals in these Chapter 11 Cases.

18 8. Notice of the Application as provided therein shall be deemed good and sufficient notice
19 of the Application.

20 9. Pillsbury shall provide reasonable notice to the Debtors and the U.S. Trustee of any
21 increase of Pillsbury's hourly rates as set forth in the Sorensen Declaration.

22 10. To the extent the Application is inconsistent with this Order, the terms of this Order shall
23 govern.

24 11. This Court shall retain jurisdiction to hear and determine all matters arising from or
25 related to the implementation, interpretation, or enforcement of this Order.

26 **END OF ORDER**
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